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SURFACE TRANSPORTATION BOARD
David A. Shelton
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April 3, 2012 EQ000003

VIA UPS

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of March 2, 2012 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of March 2, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21417, 21418 and 21419, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

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Document #1:

Lessor: **ORIX Proxima Corporation**

> c/o ORIX Corporation 21F Mita NN Building

4-1-23 Shima

Minato-ku, Tokyo 108-0014

Japan

Norfolk Southern Railway Company Lessee:

> **Three Commercial Place** Norfolk, Virginia 23510

Document #2:

Mortgagee: The Norinchukin Bank, New York Branch 245 Park Avenue, 21st Floor

New York, NY 10167-0104

Document #3:

Mortgagee: Norfolk Southern Railway Company

Three Commercial Place Norfolk, Virginia 23510

The equipment covered by the documents is generally described as follows:

Number

of <u>Units</u>	General Description	AAR <u>Symbol</u>	Road Numbers (inclusive)
32	General Electric Dash 9-40CW Locomotives	C-C	9156-9187

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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of March 2, 2012, to terminate the Lease Agreement with Recordation No. 21417 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21418 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of March 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21419 dated as of March 2, 1998, covering 32 General Electric Dash 9-40CW diesel-electric locomotives numbered 9156-9187, inclusive.

Sincerely,

David A Shelton

Enclosures

RECORDATION No. 21247-B REPO

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SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Proxima Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of March 2, 1998 (as supplemented by the lease supplement dated as of March 27. 1998) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2^{n/4} day of March. 2012.

TERMINATION OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Proxima Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of March 2, 1998 (as supplemented by the lease supplement dated as of March 27, 1998) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 22d day of March, 2012.

By:		
Name:		
Title:		
ORIX P	ROXIMA CORPORATION	
By:	Jan Jan	fum
Name:	Kiyotaka Tanaka	
Title:	Director	

NORFOLK SOUTHERN RAILWAY COMPANY

COMMONWEALTH OF VIRGINIA)	
)	
CITY OF NORFOLK)	
	, 2012, before me, a Notary Public, personally
appeared Marta R. Stewart, to me person	nally known, who, being by me duly sworn, says
she is Vice President and Treasurer of Norfolk	Southern Railway Company, that the foregoing
instrument was signed and sealed on behalf of said cor	poration by authority of its Board of Directors, and
she acknowledged that the execution of the foregoin	ng instrument was the free act and deed of said
λ)1/4.	of Magan
12.00	Notary Public
My commission expires: 30 30/3	Nothing Labito
my commission expires.	
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	4
I,, certify that I am	of ORIX Proxima Corporation, that the
seal affixed to the foregoing instrument is the corpora	te seal of said corporation, that the instrument was
signed and sealed on behalf of the corporation by auth-	ority of the resolution of its Solo Director, and that
I acknowledge that the execution of the foregoing instr	ument was the free act and deed of the corporation.
I further certify under penalty of perjury under the laws	s of the United States of America that the foregoing
is true and correct.	
Executed on this day of, 2012.	

•

On this day of, 2012, before me, a Notary Public, appeared, to me personally known, who, being by me duly she is of Norfolk Southern Railway Company, that the instrument was signed and sealed on behalf of said corporation by authority of its Board of Di she acknowledged that the execution of the foregoing instrument was the free act and decorporation. Notary Public My commission expires: I. Kiyotaka Tanaka certify that I am Director of ORIX Proxima Corporation seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation, that the instrument is the corporate seal of said corporation.	
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My commission expires: I. <u>Kiyotaka Tanaka</u> certify that I am <u>Director</u> of ORIX Proxima Corporati	•
I. Kiyotaka Tanaka certify that I am Director of ORIX Proxima Corporati	
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I acknowledge that the execution of the foregoing instrument was the free act and deed of the	-
I further certify under penalty of perjury under the laws of the United States of America that the is true and correct.	e toregoing
Executed on this Inday of Murch , 2012.	
Im. Tauntum	